



ROLLS-ROYCE HOLDINGS PLC 2020 ANNUAL GENERAL MEETING



Notification of Availability

Name
Name 2
Name 3
Name 4
Name 5
Designation
Address 1
Address 2
Address 3
Address 4
Post Code

Envelope window
position

Control Number: 916191

PIN:

SRN:

BARCODE SRN

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action that you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shareholding in Rolls-Royce Holdings plc ('the Company') you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

The following documents are now available at www.rolls-royce.com:

- the Rolls-Royce Holdings plc 2019 Annual Report; and
- the Notice of Annual General Meeting (AGM), which will be held on 7 May 2020.

Paper copies of both documents are available, free of charge, upon request from our Registrar: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, tel: +44 (0)370 703 0162, email: webqueries@computershare.co.uk

Attending the AGM

Our AGM will be held at 11.00am on Thursday 7 May 2020 at Kings Place, London (for directions see over).

Important: If you are able to join us, please bring this document with you and present it to the shareholder registration desks to show that you have the right to attend and speak at the meeting and participate in the poll.

Once you have registered, you will be provided with a poll card. The Chairman will tell you when to complete the poll card.

Admission is from 10.00am. For your safety and security, there may be checks and bag searches of those attending the AGM. Photography and other recordings are not allowed in the meeting hall and you may be asked to leave cameras and other recording devices with a member of our security team. All mobile phones must be switched off for the duration of the meeting. Please note that sign language interpreters will not be present at the AGM. Kings Place offers access for disabled people and a loop system for those with impaired hearing.

Voting at the AGM

If you are unable to join us at the AGM, you are encouraged to vote on the resolutions that will be put to the meeting by visiting www.investorcentre.co.uk/eproxy and submitting your vote online. You will need the Control Number, PIN and shareholder reference number (SRN) as printed above. You can also vote by completing and returning the enclosed proxy form. Explanatory notes about completing and returning this proxy form can be found on the reverse of the proxy form.

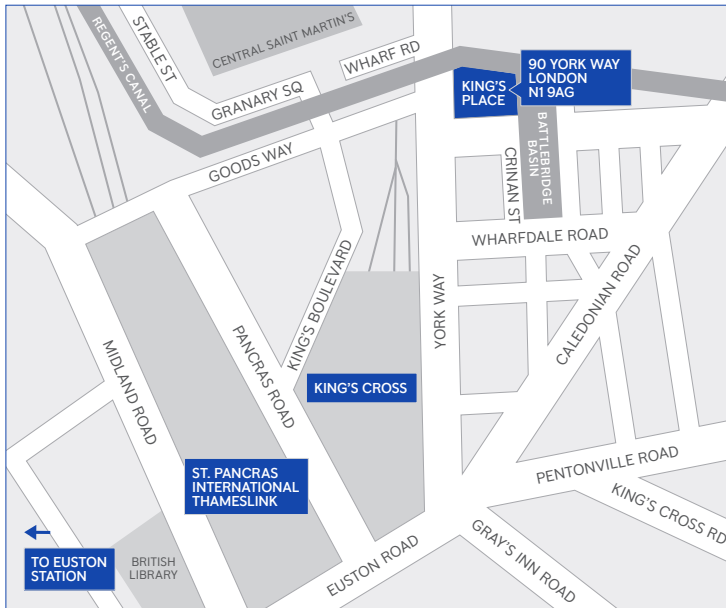
A recording of the AGM will be available at www.rolls-royce.com after the meeting.

BEFORE COMPLETING THE PROXY FORM YOU ARE ADVISED TO READ THE NOTICE OF AGM WHICH CAN BE DOWNLOADED FROM WWW.ROLLS-ROYCE.COM. ALTERNATIVELY, PLEASE REQUEST A COPY FROM OUR REGISTRAR, WHOSE CONTACT DETAILS ARE ABOVE.



ROLLS-ROYCE HOLDINGS PLC ANNUAL GENERAL MEETING – 7 MAY 2020 AT 11.00AM

Kings Place, London – HOW TO GET HERE

**BY CAR**

For satellite navigation systems, please use postcode N1 9AG.

Parking

Kings Place has no dedicated public parking. Limited parking is available to visitors in the surrounding streets. The building is outside of the congestion charge zone.

The nearest public car parking is at St Pancras International Station on Pancras Road, open 24 hours all week including bank holidays.

Blue badge holders, or the driver of a passenger holding a valid badge, can park on Crinan Street in any of the 'Residents Only' or 'Pay & Display' bays for an unlimited time. Crinan Street runs adjacent to Kings Place and offers street level access to Kings Place. Crinan Street also has one single bay with a yellow line, where blue badge holders can park for up to three hours, providing the clock card is displayed and set at the time of arrival. Please ensure that your badge, and if applicable your clock, are displayed on the dashboard with all information clearly visible.

BY PUBLIC TRANSPORT

The Transport for London Journey Planner provides live travel updates and options on how to reach Kings Place. You may also call London Travel Information on 020 7222 1234.

Tube

The nearest tube station is King's Cross St Pancras, on the Circle, Metropolitan, Hammersmith & City, Piccadilly, Northern and Victoria lines. The station has step-free access from the platform to the street level. From the tube station the quickest way to Kings Place is via King's Boulevard. You may also walk up York Way.

Train

King's Cross St Pancras and Euston are the nearest mainline railway stations. Eurostar travellers arrive at St Pancras International.

Bus

The nearest bus route to York Way/Kings Place is the 390. Other services running to nearby King's Cross St. Pancras are bus routes 10, 17, 30, 45, 46, 59, 63, 73, 91, 205, 214, 259 and 476.

BY TAXI

Taxis may set down and collect passengers in Crinan Street. The drop off and pick up point is located at the corner of Crinan Street and York Way, parallel to the Santander cycle docking station, and directly adjacent to Kings Place.

Crinan Street is a one-way street, so needs to be accessed via Wharfedale Road (see map at the top). The main entrance to Kings Place is 100 yards from the drop off point and has all step free access to the ground floor foyer.



ROLLS-ROYCE HOLDINGS PLC

2020 ANNUAL GENERAL MEETING

Proxy Form

Name
Name 2
Name 3
Name 4
Name 5
Designation

Control Number: 916191

PIN:

SRN:

BARCODE SRN

I/We appoint the Chairman of the meeting as my/our proxy OR the following person

Name of Proxy

Only complete this box if you DO NOT want to appoint the Chairman as your proxy. Do not insert your own name.

Number of shares

If left blank this proxy appointment will be applied to your full voting entitlement.

to attend, speak and vote for me/us at the AGM of Rolls-Royce Holdings plc (the Company) to be held at 11.00am on Thursday 7 May 2020 and at any adjournment of the meeting in the manner set out on this form. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM. Unless otherwise instructed, my/our proxy may vote as he/she sees fit on all the business of the meeting and on any amendment proposed to any resolution or on any other business transacted at the meeting.

Ordinary Resolutions

	For	Against	Withheld		For	Against	Withheld
1. To receive the Company's accounts and the reports of the Directors and the auditor for the year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Sir Kevin Smith CBE ^{1,3,5*,^} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration policy to take effect from the conclusion of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-elect Jasmin Staiblin ^{1,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' remuneration report for the year ended 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To elect Dame Angela Strank ^{1,4,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Sir Ian Davis ^{1*,#} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To re-appoint PricewaterhouseCoopers LLP (PwC) as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Warren East CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Stephen Daintith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise payments to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Lewis Booth CBE ^{1,2,3} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Sir Frank Chapman ^{1,4*,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect George Culmer ^{1,2,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Irene Dorner ^{1,3*,4†} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-elect Beverly Goulet ^{1,2,3,†} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Lee Hsien Yang ^{1,2,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13. To re-elect Nick Luff ^{1,2*,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Special Resolutions

22. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

- ¹ Member of Nominations & Governance Committee
² Member of Audit Committee
³ Member of Remuneration Committee
⁴ Member of Safety, Ethics & Sustainability Committee
⁵ Member of Science & Technology Committee
* Denotes Chairman of Committee
Denotes Chairman of the Company
^ Denotes Senior Independent Director
† Denotes Employee Champion

Signature (please sign in the box above)

Date

EXT0183

In the case of joint holdings, any one joint holder may sign in the box above. If you are voting as a corporate representative please sign in the box above.

Explanatory notes (for completing this proxy form)

Registrar's contact details

You will need the Registrar's contact details to submit, change or terminate a proxy appointment. They are:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZY, United Kingdom
Telephone: +44 (0)370 703 0162 between 8.30am and 5.30pm
Monday to Friday
Email: webqueries@computershare.co.uk

You can also submit your proxy online at
www.investorcentre.co.uk/eproxy.

Appointment of a proxy

As an ordinary shareholder of the Company you have the right to attend, speak and vote at the meeting. If you are unable to attend you can still vote by appointing someone, known as a proxy, to act on your behalf.

Your proxy need not be a shareholder of the Company but must attend the AGM to represent you. If you do not nominate a proxy the Chairman of the meeting will be appointed as your proxy. If you would like to appoint a person other than the Chairman please insert the name of your proxy in the space provided. Appointing a proxy will not prevent you from attending and voting at the AGM if you subsequently decide to do so although the proxy appointment will be terminated automatically in such circumstances. You can only appoint a proxy using the procedures set out in these notes.

You may indicate how you wish your proxy to vote by ticking the relevant boxes on the enclosed proxy form. A vote withheld option is provided to enable you to abstain on any particular resolution. A vote withheld is not a vote in law, which means that the vote will not be counted when calculating the percentage of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the AGM.

Submitting your proxy form by post

This proxy form should be completed, signed and sent or delivered to the Registrar, at the address above, to be received no later than 11.00am on Tuesday 5 May 2020 or not less than 48 hours before any adjourned meeting at which the person named in the proxy form proposes to vote. If the proxy form is posted from within the United Kingdom there is no postage to pay, simply use the pre-paid envelope provided. If the proxy form is posted from outside of the United Kingdom, please return it in an envelope to the above address; you will need to pay the postage.

Submitting your proxy online

Instead of posting the form, you can register the appointment of a proxy card online by going to www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the shareholder reference number (SRN) and personal identification number (PIN) as printed on the previous page and agree to certain terms and conditions.

Execution by a company

In the case of a shareholder which is a company, a proxy form must be executed under its common seal or signed on its behalf by a duly authorised person or in any other manner authorised by its constitution. Where this proxy form is signed under a power of attorney or other authority, such power or authority (or a notarially certified copy of it) should be enclosed with the proxy form.

Electronic appointment of a proxy

Instead of posting the proxy form, you can register your proxy appointment at www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the SRN and PIN as printed on the proxy form and agree to certain terms and conditions. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 11.00am on Tuesday 5 May 2020.

Multiple proxies

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different ordinary share or shares. To appoint more than one proxy, additional forms can be obtained by contacting the Registrar's helpline or you may copy this form. Please indicate in the box next to the proxy's name, the number of shares in relation to which they are authorised to act as your proxy.

Appointment of proxy by joint shareholders

In the case of joint registered holders, any one holder may sign this form. If more than one holder submits and signs a form for the joint holding, only the form submitted and signed by the holder whose name first appears in the Company's Register of Members will be accepted.

Powers of attorney

If someone else signs this proxy form on your behalf, the power of attorney (or a notarially certified copy) authorising that person to sign must be deposited with this proxy form.

Changing or cancelling your proxy instruction

You must submit a new proxy appointment in order to change or cancel your proxy instructions. If you have appointed your proxy using a paper form and need to request a new paper proxy form please contact the Registrar. If you have voted online you can amend your vote by resubmitting your voting instructions electronically, as described above, via www.investorcentre.co.uk/eproxy. If you submit more than one valid proxy appointment, the last appointment received before the cut-off time will take precedence. Please note that the cut-off time of 11.00am on Tuesday 5 May 2020 (or not less than 48 hours before any adjourned meeting) also applies to amended proxy instructions.

If you have appointed a proxy and attend and vote at the AGM in person, your proxy appointment will be terminated automatically.

Voting through the CREST electronic proxy appointment service

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual (www.euroclear.com/CREST). CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy must be transmitted so as to be received by Computershare Investor Services PLC (Issuer agent ID number 3RA50) by 11.00am on Tuesday 5 May 2020.

It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.